

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JUDGE SPRITZ
CARBON CAPITAL II, INC.,

Plaintiff,

-against-

ROYAL PALM SENIOR INVESTORS, LLC and
GUY T. MITCHELL,

Defendants.

08 Civ.

08 CV 3660

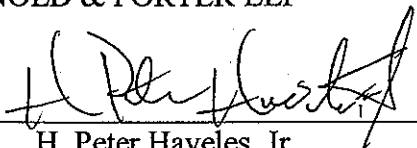
**CORPORATE DISCLOSURE STATEMENT
PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 7.1**

Pursuant to Federal Rule of Civil Procedure 7.1 and to enable Judges and Magistrates of the Court to evaluate possible disqualification or recusal, the undersigned attorney of record for defendant Royal Palm Senior Investors, LLC ("Royal Palm"), a non-governmental corporate party, certifies that there exists the following parent companies, subsidiaries, or affiliates of defendant that have outstanding securities in the hands of the public: Royal Palm is not a publicly held company and has no parent corporation. No publicly held company owns 10% or more of Royal Palm's membership interests.

Dated: New York, New York
April 16, 2008

ARNOLD & PORTER LLP

By


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